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Listing of Claims

The listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Currently Amended) A compound of formula (I):

wherein

Y¹ is CH or N;

Q1 is selected from the group consisting of

- (1) -OH, and
- (2) NH₂;

Q² and Q³ independently selected from the group consisting of

- (1) hydrogen, and
- (2) halogen;

Ra is selected from the group consisting of

- (1) hydrogen,
- (2) C1-10 alkyl, wherein said alkyl is unsubstituted or substituted with one or more fluoro, and
- (3) C3_8_eyeloalkyl;

Rb is selected from the group consisting of

- (1) hydrogen, and
- $(2) C_{1-10}$ alkyl,
- (3)—C₁₋₃ alkyl-aryl, wherein said aryl-is selected from the group consisting of phenyl and naphthyl,

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(4) - C₃ & cycloalkyl,

wherein said cycloalkyl, alkyl and aryl are is unsubstituted or substituted with one or more

- (a) halo;
- (b) OH,
- (c) CN.
- (d) O-C_{1-10-alkyl},
- (3) (5) –(CH₂)_n-NR^cR^d wherein R^c and R^d are selected from the group consisting of hydrogen and C₁₋₁₀ alkyl, and n is 2, 3 or 4, and
- (4) (6) -(CH₂)_n, O-Re, wherein Re is selected from the group consisting of
 - (a) C₁₋₁₀ alkyl,
 - (b) -C₀₋₃ alkyl-aryl, wherein said aryl is selected from the group consisting of phenyl and naphthyl,

wherein said alkyl and aryl are unsubstituted or substituted with one or more

- (i) halo,
- (ii) -OH,
- (iii) -CN,
- (iv) -O-C₁₋₁₀ alkyl,

and n' is 1, 2, 3 or 4;

m is 1 or 2;

- R1 is (1) aryl selected from the group consisting of phenyl and napthyl, or
 - (2) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,
 - (3) -C₁₋₁₀ alkyl, and
 - (4) -C₃₋₈ cycloalkyl,

wherein said aryl, heteroaryl, alkyl and cycloalkyl is unsubstituted or substituted with one or more

- (a) halo,
- (b) -OH,

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- (c) -CN,
- (d) $-O-C_{1-10}$ alkyl,
- (e) $-C_{1-10}$ alkyl,
- (f) -C3-8 cycloalkyl,
- (g) aryl selected from the group consisting of phenyl and napthyl, or
- (h) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl;

R² is selected from the group consisting of:

- (1) $(R^4-SO_2)N(R^7)$ -, wherein R^4 is
 - (a) -C₁₋₁₀ alkyl,
 - (b) -C3-8 cycloalkyl,

wherein said alkyl and cycloalkyl is unsubstituted or substituted with one or more

- (i) halo,
- (ii) -OH,
- (iii) -CN,
- (iv) $-O-C_{1-10}$ alkyl,
- (v) -C₁₋₁₀ alkyl,
- (vi) -C3-8 cycloalkyl,
- (vii) aryl selected from the group consisting of phenyl and napthyl, or (viii) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl;

and said aryl and heteroaryl is unsubstituted or substituted with one or more

- (A) halo,
- (B) -OH,
- (C) -CN,
- (D) $-O-C_{1-10}$ alkyl,
- (E) -C₃₋₈ cycloalkyl, or

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$(F) - C_{1-10}$ alkyl,

(c) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein said heteroaryl is unsubstituted or substituted with one or more

- (i) halo,
- (ii) -OH,
- (iii) -CN,
- (iv) -O-C₁₋₁₀ alkyl,
- (v) -C3-8 cycloalkyl, or
- (vi) -C₁₋₁₀ alkyl,
- (d) $-(CH_2)_X$ -NR^fRg wherein R^f and Rg are selected from the group consisting of hydrogen and C₁₋₁₀ alkyl, and x is 0, 1, 2, 3 or 4, or R^f and Rg, together with the nitrogen atom to which they are attached form the group



wherein y is 1 or 2, Y^5 is $-CHR^{21}$, -O or NR^{21} , wherein R^{21} is selected from the group consisting of;

- (i) hydrogen, and
- (ii) C_{1-10} alkyl,

wherein said alkyl is unsubstituted or substituted with one or more

- (A) halo,
- (B)-OH,
- (C) -CN,
- (D) -O-C₁₋₁₀ alkyl, or
- (E) -C₃₋₈ cycloalkyl;

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R⁷ is selected from the group consisting of

- (a) hydrogen, and
- (b) $-C_{1-10}$ alkyl,
- (c) aryl selected from the group consisting of phenyl and napthyl, or
- (d) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl

wherein said alkyl, aryl and heteroaryl is unsubstituted or substituted with one or more

- (i) halo,
- (ii) -OH,
- (iii) -CN,
- (iv) $-O-C_{1-10}$ alkyl,
- (v) -C3-8 cycloalkyl,
- (vi) aryl selected from the group consisting of phenyl and napthyl, or (vii) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein said cycloalkyl, aryl or heteroaryl is unsubstituted or substituted with one or more

- (A) halo,
- (B) -OH,
- (C) -CN,
- (D) -O-C₁₋₁₀ alkyl,
- (E) -C₃₋₈ cycloalkyl, or
- (F) aryl selected from the group consisting of phenyl and napthyl;
- (e) -(CH₂)_V'-NRhRi wherein Rh and Ri are selected from the group consisting of hydrogen and C_{1-10} alkyl, and y' is 1, 2, 3 or 4, or or R^h and R^i , together with the nitrogen atom to which they are attached from the group



wherein y' is 1 or 2, Y^6 is $-CHR^{22}$, -O- or NR^{22} , wherein R^{22} is selected from the group consisting of;

- (i) hydrogen, and
- (ii) C₁₋₁₀ alkyl,

wherein said alkyl is unsubstituted or substituted with one or more

- (A) halo,
- (B) -OH,
- (C) -CN,
- (D) -O-C₁₋₁₀ alkyl, or
- (E) -C₃₋₈ cycloalkyl,

or R4 and R7 are linked together to form the group

(a)

wherein z is 1, 2 or 3; or

(b)

wherein z is 1, 2 or 3

(2)

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wherein R^8 is selected from the group consisting of

- (a) -CN,
- (b) hydrogen, and
- (c) tetrazolyl;

(3)

(4)

$$\begin{array}{c|c} & & & Y^2 \\ \hline & & & & \end{array}$$

wherein Y² is -NH=CH- or -CH=NH-;

R³ is selected from the group consisting of

wherein Y³ is CR^{6c} or N;

R⁵ is C₁₋₁₀ alkyl or C₁₋₂ perfluoroalkyl;

R6a, R6b, and R6c are independently selected from the group consisting of:

(1) hydrogen,

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(2) halo,

- $(3) C_{1-10}$ alkyl,
- (4) OH,
- (5) –CN,
- (6) -C₃₋₈ cycloalkyl, and
- (7) -O-C₁₋₁₀ alkyl;

R9 and R10 are independently selected from the group consisting of

- (1) hydrogen,
- (2) -C1-10 alkyl, and
- (3) -C3-8 cycloalkyl,

wherein said alkyl and cycloalkyl are unsubstituted or substituted with one or more

- (a) halo,
- (b) -OH,
- (c) -CN,
- (d) $-O-C_{1-10}$ alkyl,
- (e) -C3-8 cycloalkyl, and
- (f) $-NRi R^k$ wherein Ri and R^k are C_{1-10} alkyl;

or R⁹ and R¹⁰ are joined together with the nitrogen atom to which they are attached to form

wherein w is 1, 2 or 3, and

R²³ is selected from the group consisting of

- (a) hydrogen,
- (b) -C₁₋₁₀ alkyl,
- (c) -C3-8 cycloalkyl,
- (d) $-C_{2-10}$ alkenyl,
- (e) $-C_{2-10}$ alkynyl,
- (f) -(CH₂)_p-phenyl,

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(g) -(CH₂)_p-heteroaryl, wherein said heteroaryl is selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein p is 0 or 1, and

wherein said alkyl, alkenyl, alkynyl, cycloalkyl, phenyl and heteroaryl is unsubstituted or substituted with one or more

- (i) halo,
- (ii) -C₁₋₁₀ alkyl,
- (iii) -OH,
- (iv) -CN,
- (v) -C3-8 cycloalkyl, or
- (vi) -O-C₁₋₁₀ alkyl;

R11 is selected from the group consisting of

- (1) CH -
- $(2) CH_2 -$
- (3) O -, and
- $(4) NR^{17}$ -,

provided that when R¹¹ is -CH- the dotted line forms a bond and when R¹¹ is -CH₂-,

-O- or -NR17- the dotted line is absent;

R¹⁷ is hydrogen or C₁₋₁₀ alkyl, wherein said C₁₋₁₀ alkyl is unsubstituted or substituted with one or more

- (a) halo,
- (b) -OH,
- (c) –CN,
- (d) -C₃₋₈ cycloalkyl,
- (e) $-0-C_{1-10}$ alkyl,
- (f)-(CH₂)_q-phenyl, wherein q is 1 or 2, and
- (g) -NR 18R 19, and

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wherein R^{18} and R^{19} are independently selected from the group consisting of

- (i) hydrogen, or
- (ii) C₁₋₁₀ alkyl;

or R¹⁸ and R¹⁹, together with the nitrogen atom to which they are attached, form the group



wherein q' is 1 or 2, Y^7 is $-CHR^{24}$, -O or NR^{24} , wherein R^{24} is selected from the group consisting of;

- (a) hydrogen, and
- (b) C₁₋₁₀ alkyl,

wherein said alkyl is unsubstituted or substituted with one or more

- (i) halo,
- (ii) -OH,
- (iii) -CN,
- (iv) -O-C₁₋₁₀ alkyl, or
- (v) -C3-8 cycloalkyl;

R²⁶ is selected from the group consisting of

- (1) hydrogen,
- (2) $-C_{1-3}$ alkyl;

R12 is selected from the group consisting of

- (1) hydrogen,
- (2) -C₁₋₁₀ alkyl, wherein said alkyl is unsubstituted or substituted with one or more
 - (a) halo,
 - (b) -OH,
 - (c) -CN,
 - (d) -C3-8 cycloalkyl,
 - (e) -O-C₁₋₁₀ alkyl, or
 - (f) NH₂

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- (3) halo,
- (4) -C3-8 cycloalkyl,
- (5) aryl selected from the group consisting of phenyl and napthyl, and
- (6) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein said aryl and heteroaryl is unsubstituted or substituted with one or more

- (a) halo,
- (b) -OH,
- (c) CN,
- (d) $-O-C_{1-10}$ alkyl,
- (e) -C₃₋₈ cycloalkyl, or
- (f) -C₁₋₁₀ alkyl;

R¹³ is selected from the group consisting of

- (1) hydrogen,
- (2) C₁₋₁₀ alkyl, and
- (3) -C3-8 cycloalkyl;

wherein said alkyl and cycloalkyl is unsubstituted or substituted with one or more

- (a) halo,
- (b) -OH,
- (c) -CN,
- (d) -C₃₋₈ cycloalkyl,
- (e) -O-C₁₋₁₀ alkyl, and
- (f) $-C_{1-10}$ alkyl;

R¹⁴ is selected from the group consisting of

- (1) -C₁₋₁₀ alkyl, and
- (2) -C3-8 cycloalkyl;

wherein said alkyl and cycloalkyl is unsubstituted or substituted with one or more

- (a) halo,
- (b) -OH,
- (c) -CN,

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(d) -C3-8 cycloalkyl,

- (e) -O-C₁₋₁₀ alkyl, or
- (f) $-C_{1-10}$ alkyl;
- (3) -(CH₂)_v-NR¹⁵R¹⁶, wherein v is 2, 3 or 4, and wherein R¹⁵ and R¹⁶ are independently selected from the group consisting of
 - a) hydrogen, or
 - b) C₁₋₁₀ alkyl, wherein said C₁₋₁₀ alkyl is unsubstituted or substituted with one or more
 - (i) halo,
 - (ii) -OH,
 - (iii) -CN,
 - (iv) -C3-8 cycloalkyl, or
 - $(v) O C_{1-10}$ alkyl;

or R¹⁵ and R¹⁶, together with the nitrogen atom to which they are attached, form the group



wherein s is 1 or 2, Y^4 is -CHR²⁴-, -O- or -NR²⁴-, wherein R²⁴ is selected from the group consisting of

- (i) hydrogen, and
- (ii) C1-10 alkyl,

wherein said alkyl is unsubstituted or substituted with one or more

- (A) halo,
- (B) -OH,
- (C) –CN,
- (D) -O-C₁₋₁₀ alkyl, or
- (E) -C3-8 cycloalkyl,
- 4) -(CH₂)_r-phenyl, wherein r is 1, 2, 3, or 4, and

wherein said phenyl is unsubstituted or substituted with one or more

- (a) halo,
- (b) -OH,

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(c) -CN,

(d) $-0-C_{1-10}$ alkyl,

(e) -C3-8 cycloalkyl, or

(f) -C₁₋₁₀ alkyl;

or R13 and R14, together with the nitrogen atom to which they are attached, form the group

wherein u is 1 or 2, Y8 is -CHR²⁵-, -O- or -NR²⁵-, wherein R²⁵ is selected from the group consisting of

- (a) hydrogen,
- (b) C_{1-10} alkyl,
- (c) -(CH₂)_t-phenyl,
- (d) -(CH2)t-heteroaryl, wherein said heteroaryl is selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein t is 0 or 1, and

wherein said alkyl, phenyl and heteroaryl is unsubstituted or substituted with one or more

- (i) halo,
- (ii) -C₁₋₁₀ alkyl,
- (iii) -OH,
- (iv) -CN,
- (v) -C₃₋₈ cycloalkyl, or
- (vi) -O-C₁₋₁₀ alkyl;

or a pharmaceutically acceptable salt thereof.

(Canceled) 2, 3.

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(Previously Presented) The compound of Claim 1, or a pharmaceutically acceptable salt thereof, wherein m is 1 and R1 is selected from the group consisting of

- (1) phenyl, unsubstituted or substituted in one or two positions with halo; and
- (2) thienyl.
- (Previously Presented) The compound of Claim 1, or a pharmaceutically acceptable salt thereof, wherein R² is (R⁴-SO₂)N(R⁷)-.
 - 6. (Canceled)
- (Previously Presented) The compound of Claim 1, or a pharmaceutically acceptable salt 7. thereof, wherein R³ is (1)

wherein Y³ is CHR6c, R⁵ is methyl, R⁶a and R⁶c are hydrogen and R⁶b is fluoro.

(Previously Presented) The compound of Claim 1, or a pharmaceutically acceptable salt 8. thereof, wherein R³ is (1)

$$R^{6b} \xrightarrow{I^{3}} H$$

$$R^{5} O$$

Y³ is N, R⁵ is C₁₋₂ perfluoroalkyl, and R^{6a} and R^{6b} are hydrogen.

9. (Previously Presented) The compound of Claim 1, or a pharmaceutically acceptable salt thereof, wherein R³ is (2)

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and R^9 and R^{10} are each unsubstituted C_{1-10} alkyl, or R^9 and R^{10} are joined together with the nitrogen atom to which they are attached to form attached to form

wherein w is 1;

 R^{23} is $-(CH_2)_p$ -phenyl or $-(CH_2)_p$ -heteroaryl, wherein said heteroaryl is selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein the phenyl and heteroaryl are unsubstituted or substituted with one or more chloro, and p is 0.

10. (Previously Presented) The compound of Claim 1, or a pharmaceutically acceptable salt thereof, wherein R³ is (3)

 R^{11} is NR^{17} wherein R^{17} is hydrogen or $C_{1\mbox{-}3}$ alkyl, and R^{12} is hydrogen or methyl.

11. (Previously Presented) The compound of Claim 1, or a pharmaceutically acceptable salt thereof, wherein R^3 is (4)

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 R^{13} is hydrogen and R^{14} is $-(CH_2)_v$ -NR¹⁵R¹⁶ wherein v is 2 and R¹⁵ and R¹⁶ are each C₁₋₁₀ alkyl, which is unsubstituted or substituted with -OH, -CN or -OCH₃.

12. (Previously Presented) The compound of Claim 1, or a pharmaceutically acceptable salt thereof, wherein R³ is (4)

wherein R13 and R14, together with the nitrogen atom to which they are attached, form the group

wherein u is 1 or 2, Y8 is -CHR25-, -O- or -NR25-.

13-15 (Canceled)

16. (Currently Amended) A compound of claim 1 which is selected from the group consisting of

H N H N H N H N H N H N H N H N H N H N	T Z H S H S H S H S H S H S H S H S H S H
O S O H N OH OH	
O S H N H F F	
O, S, H OH OH	
N N H N I O H	

	N H N H OH
N H N OH	
O O O O O O O O O O O O O O O O O O O	O, S N, S N O H N O H F
F N H OH	

O N H N OH	HO Y HO
	H
N	
O, S N H N NH ₂	D H NH2

H NH2	O S H N OH F
O N H N OH F	H NH2 N H N H2 F
Z H OH S	H NH ₂
H NH2	NC H NH2 N E Ph
NC H NH2 N Ph	NC H OH N E Ph

O N NH OH	N O O O O O O O O O O O O O O O O O O O
CN ONH OH	CN OH NOH F
N NH OH	F D D D D D D D D D D D D D D D D D D D
F CN H OH	CN HN F F F S
CN CN OH OS S	N OH OH

	,
	O S N OH
D D D D D D D D D D D D D D D D D D D	N H OH N N N N N N N N N N N N N N N N N
	NH2
	NH2 N N N N N N N N N N N N N N N N N N N
	NH ₂

NH ₂	
NH ₂	NH ₂
N NH ₂	
N NH ₂	NH ₂

NH ₂ F	NH _N
NH ₂	NH ₂
NH ₂	NH ₂
No. 2 No. 1	No Superior F

NH ₂	NH ₂
Second Se	O NH2 CN
O NH2	O Z HZ F
N N N N N N N N N N N N N N N N N N N	NH ₂ NH ₂ F

	NH ₂ NH ₂ F
NH ₂	NH ₂
NH ₂	NH2 N N N N N N N N N N N N N N N N N N N
NH ₂	NH ₂ HN
NH2 F	NH ₂

HN H2	HN NH2 O FF
H HN H	NH2. F
NH ₂	O NH2
NH2 NH2 FFF	O S N CI H NH2 N O N O N O N O N O N O N O N O N O N O
O S CI H NH2	O O O O O O O O O O O O O O O O O O O

or a pharmaceutically acceptable salt thereof.

(Previously Presented) A pharmaceutical composition comprising a therapeutically 17. effective amount of a compound of Claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

18-20 (Canceled).

21. (New) A compound of formula (I):

wherein

Y¹ is CH or N;

Q1 is NH2;

Q² and Q³ independently selected from the group consisting of

- (1) hydrogen, and
- (2) halogen;

Ra is selected from the group consisting of

- (1) hydrogen,
- (2) -C₁₋₁₀ alkyl, wherein said alkyl is unsubstituted or substituted with one or more fluoro, and
- (3) -C3-8 cycloalkyl;

Rb is selected from the group consisting of

- (1) hydrogen, and
- $(2) C_{1-10}$ alkyl,
- (3) -C₁₋₃ alkyl-aryl, wherein said aryl is selected from the group consisting of phenyl and naphthyl,
- (4) -C₃₋₈ cycloalkyl,

wherein said cycloalkyl, alkyl and aryl are is unsubstituted or substituted with one or more

- (a) halo,
- (b) -OH,
- (c) -CN,
- (d) $-O-C_{1-10}$ alkyl,
- (5) -(CH₂)_n-NRcRd wherein Rc and Rd are selected from the group consisting of hydrogen and C₁₋₁₀ alkyl, and n is 2, 3 or 4, and
- (6) -(CH₂)_n'-O-Re, wherein Re is selected from the group consisting of
 - (a) C₁₋₁₀ alkyl,
 - (b) -C₀₋₃ alkyl-aryl, wherein said aryl is selected from the group consisting of phenyl and naphthyl,

wherein said alkyl and aryl are unsubstituted or substituted with one or more

- (i) halo,
- (ii) -OH,
- (iii) -CN,
- (iv) -O-C₁₋₁₀ alkyl,

and n' is 1, 2, 3 or 4;

m is 1 or 2;

- R1 is (1) aryl selected from the group consisting of phenyl and napthyl, or
 - (2) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,
 - (3) -C₁₋₁₀ alkyl, and
 - (4) -C₃₋₈ cycloalkyl,

wherein said aryl, heteroaryl, alkyl and cycloalkyl is unsubstituted or substituted with one or more

- (a) halo,
- (b) OH,
- (c) –CN,
- (d) $-O-C_{1-10}$ alkyl,

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- (e) $-C_{1-10}$ alkyl,
- (f) -C3-8 cycloalkyl,
- (g) aryl selected from the group consisting of phenyl and napthyl, or
- (h) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl;

R² is selected from the group consisting of:

- (1) $(R^4-SO_2)N(R^7)$ -, wherein R^4 is
 - (a) $-C_{1-10}$ alkyl,
 - (b) -C₃₋₈ cycloalkyl,

wherein said alkyl and cycloalkyl is unsubstituted or substituted with one or more

- (i) halo,
- (ii) -OH,
- (iii) -CN,
- (iv) -O-C₁₋₁₀ alkyl,
- (v) $-C_{1-10}$ alkyl,
- (vi) -C₃₋₈ cycloalkyl,
- (vii) aryl selected from the group consisting of phenyl and napthyl, or (viii) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl;

and said aryl and heteroaryl is unsubstituted or substituted with one or more

- (A) halo,
- (B) -OH,
- (C) -CN,
- (D) $-0-C_{1-10}$ alkyl,
- (E) -C3-8 cycloalkyl, or
- (F) -C1-10 alkyl,

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(c) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein said heteroaryl is unsubstituted or substituted with one or more

- (i) halo,
- (ii) -OH,
- (iii) -CN,
- (iv) $-O-C_{1-10}$ alkyl,
- (v) -C3-8 cycloalkyl, or
- (vi) -C₁₋₁₀ alkyl,

(d) $-(CH_2)_X$ -NR^fRg wherein R^f and Rg are selected from the group consisting of hydrogen and C₁₋₁₀ alkyl, and x is 0, 1, 2, 3 or 4, or R^f and Rg, together with the nitrogen atom to which they are attached form the group



wherein y is 1 or 2, Y⁵ is -CHR²¹, -O- or NR²¹, wherein R²¹ is selected from the group consisting of;

- (i) hydrogen, and
- (ii) C₁₋₁₀ alkyl,

wherein said alkyl is unsubstituted or substituted with one or more

- (A) halo,
- (B) -OH,
- (C) -CN,
- (D) -O-C₁₋₁₀ alkyl, or
- (E) -C3-8 cycloalkyl;

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R⁷ is selected from the group consisting of

- (a) hydrogen, and
- (b) $-C_{1-10}$ alkyl,
- (c) aryl selected from the group consisting of phenyl and napthyl, or
- (d) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl

wherein said alkyl, aryl and heteroaryl is unsubstituted or substituted with one or more

- (i) halo,
- (ii) -OH,
- (iii) -CN.
- (iv) $-O-C_{1-10}$ alkyl,
- (v) -C3-8 cycloalkyl,
- (vi) aryl selected from the group consisting of phenyl and napthyl, or (vii) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein said cycloalkyl, aryl or heteroaryl is unsubstituted or substituted with one or more

- (A) halo,
- (B) -OH,
- (C) -CN,
- (D) $-O-C_{1-10}$ alkyl,
- (E) -C₃₋₈ cycloalkyl, or
- (F) aryl selected from the group consisting of phenyl and napthyl;
- (e) -(CH₂)_V'-NRhRi wherein Rh and Ri are selected from the group consisting of hydrogen and C₁₋₁₀ alkyl, and y' is 1, 2, 3 or 4, or or R^h and Rⁱ, together with the nitrogen atom to which they are attached from the group



wherein y' is 1 or 2, Y6 is -CHR²², -O- or NR²², wherein R²² is selected from the group consisting of;

- (i) hydrogen, and
- (ii) C₁₋₁₀ alkyl,

wherein said alkyl is unsubstituted or substituted with one or more

- (A) halo,
- (B) -OH,
- (C) -CN,
- (D) $-O-C_{1-10}$ alkyl, or
- (E) -C3-8 cycloalkyl,

or R4 and R7 are linked together to form the group

(a)

wherein z is 1, 2 or 3; or

(b)

wherein z is 1, 2 or 3

(2)

wherein R^8 is selected from the group consisting of

- (a) -CN,
- (b) hydrogen, and
- (c) tetrazolyl;

(3)

(4)

wherein Y² is –NH=CH- or –CH=NH-;

R³ is selected from the group consisting of

wherein Y³ is CR^{6c} or N;

R⁵ is C₁₋₁₀ alkyl or C₁₋₂ perfluoroalkyl;

R6a, R6b, and R6c are independently selected from the group consisting of:

(1) hydrogen,

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(2) halo,

- $(3) C_{1-10}$ alkyl,
- (4) OH,
- (5) –CN,
- (6) -C3-8 cycloalkyl, and
- $(7) O C_{1-10}$ alkyl;

R9 and R10 are independently selected from the group consisting of

- (1) hydrogen,
- (2) -C1-10 alkyl, and
- (3) -C₃₋₈ cycloalkyl,

wherein said alkyl and cycloalkyl are unsubstituted or substituted with one or more

- (a) halo,
- (b) -OH,
- (c) -CN,
- (d) -O-C₁₋₁₀ alkyl,
- (e) -C3-8 cycloalkyl, and
- (f) -NRj Rk wherein Rj and Rk are C₁₋₁₀ alkyl;

or R9 and R10 are joined together with the nitrogen atom to which they are attached to form

wherein w is 1, 2 or 3, and

R²³ is selected from the group consisting of

- (a) hydrogen,
- (b) -C₁₋₁₀ alkyl,
- (c) -C3-8 cycloalkyl,
- (d) -C2-10 alkenyl,
- (e) -C2-10 alkynyl,
- (f) -(CH2)p-phenyl,

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(g) -(CH₂)_p-heteroaryl, wherein said heteroaryl is selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein p is 0 or 1, and

wherein said alkyl, alkenyl, alkynyl, cycloalkyl, phenyl and heteroaryl is unsubstituted or substituted with one or more

- (i) halo,
- (ii) -C₁₋₁₀ alkyl,
- (iii) -OH,
- (iv) –CN,
- (v) -C3-8 cycloalkyl, or
- (vi) -O-C₁₋₁₀ alkyl;

R11 is selected from the group consisting of

- (1) CH -
- $(2) CH_2 -,$
- (3) O -, and
- $(4) NR^{17} -$

provided that when R11 is -CH- the dotted line forms a bond and when R11 is -CH2-,

-O- or -NR17- the dotted line is absent;

 R^{17} is hydrogen or $C_{1\text{--}10}$ alkyl, wherein said $C_{1\text{--}10}$ alkyl is unsubstituted or substituted with one or more

- (a) halo,
- (b) -OH,
- (c) -CN,
- (d) -C3-8 cycloalkyl,
- (e) $-0-C_{1-10}$ alkyl,
- (f) -(CH2)q-phenyl, wherein q is 1 or 2, and
- (g) -NR18R19, and

wherein R¹⁸ and R¹⁹ are independently selected from the group consisting of

- (i) hydrogen, or
- (ii) C₁₋₁₀ alkyl;

or R¹⁸ and R¹⁹, together with the nitrogen atom to which they are attached, form the group



wherein q' is 1 or 2, Y⁷ is -CHR²⁴, -O- or NR²⁴, wherein R²⁴ is selected from the group consisting of;

- (c) hydrogen, and
- (d) C₁₋₁₀ alkyl,

wherein said alkyl is unsubstituted or substituted with one or more

- (i) halo,
- (ii) -OH,
- (iii) -CN,
- (iv) -O-C1-10 alkyl, or
- (v) -C₃₋₈ cycloalkyl;

R²⁶ is selected from the group consisting of

- (1) hydrogen,
- (2) $-C_{1-3}$ alkyl;

R12 is selected from the group consisting of

- (1) hydrogen,
- (2) -C₁₋₁₀ alkyl, wherein said alkyl is unsubstituted or substituted with one or more
 - (a) halo,
 - (b) -OH,
 - (c) -CN,
 - (d) -C₃₋₈ cycloalkyl,
 - (e) -O-C1-10 alkyl, or
 - (f)-NH₂

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- (3) halo,
- (4) -C₃₋₈ cycloalkyl,
- (5) aryl selected from the group consisting of phenyl and napthyl, and
- (6) heteroaryl selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein said aryl and heteroaryl is unsubstituted or substituted with one or more

- (a) halo,
- (b) -OH,
- (c) –CN,
- (d) $-0-C_{1-10}$ alkyl,
- (e) -C3-8 cycloalkyl, or
- (f) -C₁₋₁₀ alkyl;

R¹³ is selected from the group consisting of

- (1) hydrogen,
- (2) C₁₋₁₀ alkyl, and
- (3) -C₃₋₈ cycloalkyl;

wherein said alkyl and cycloalkyl is unsubstituted or substituted with one or more

- (a) halo,
- (b) -OH,
- (c) -CN,
- (d) -C3-8 cycloalkyl,
- (e) -O-C₁₋₁₀ alkyl, and
- (f) -C₁₋₁₀ alkyl;

R14 is selected from the group consisting of

- (1) -C₁₋₁₀ alkyl, and
- (2) -C3-8 cycloalkyl;

wherein said alkyl and cycloalkyl is unsubstituted or substituted with one or more

- (a) halo,
- (b) -OH,
- (c) -CN,

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(d) -C3-8 cycloalkyl,

- (e) -O-C₁₋₁₀ alkyl, or
- (f) -C₁₋₁₀ alkyl;
- (3) -(CH₂)_V-NR¹⁵R¹⁶, wherein v is 2, 3 or 4, and wherein R15 and R16 are independently selected from the group consisting of
 - a) hydrogen, or
 - b) C₁₋₁₀ alkyl, wherein said C₁₋₁₀ alkyl is unsubstituted or substituted with one or more
 - (i) halo,
 - (ii) -OH,
 - (iii) -CN,
 - (iv) -C3-8 cycloalkyl, or
 - (v) -O-C₁₋₁₀ alkyl;

or R15 and R16, together with the nitrogen atom to which they are attached, form the group



wherein s is 1 or 2, Y⁴ is -CHR²⁴-, -O- or -NR²⁴-, wherein R²⁴ is selected from the group consisting of

- (i) hydrogen, and
- (ii) C1-10 alkyl,

wherein said alkyl is unsubstituted or substituted with one or more

- (A) halo,
- (B) -OH,
- (C) –CN,
- (D) -O-C₁₋₁₀ alkyl, or
- (E) -C3-8 cycloalkyl,
- 4) -(CH₂)_r-phenyl, wherein r is 1, 2, 3, or 4, and

wherein said phenyl is unsubstituted or substituted with one or more

- (a) halo,
- (b) -OH,

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(c) -CN,

(d) $-0-C_{1-10}$ alkyl,

(e) -C₃₋₈ cycloalkyl, or

(f) -C₁₋₁₀ alkyl;

or R13 and R14, together with the nitrogen atom to which they are attached, form the group

wherein u is 1 or 2, Y8 is -CHR²⁵-, -O- or -NR²⁵-, wherein R²⁵ is selected from the group consisting of

- (a) hydrogen,
- (b) C₁₋₁₀ alkyl,
- (c) -(CH2)t-phenyl,
- (d) -(CH₂)_t-heteroaryl, wherein said heteroaryl is selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein t is 0 or 1, and

wherein said alkyl, phenyl and heteroaryl is unsubstituted or substituted with one or more

- (i) halo,
- (ii) -C₁₋₁₀ alkyl,
- (iii) -OH,
- (iv) -CN,
- (v) -C3-8 cycloalkyl, or
- (vi) $-O-C_{1-10}$ alkyl;

or a pharmaceutically acceptable salt thereof.

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22. (New) The compound of Claim 21, or a pharmaceutically acceptable salt thereof, wherein m is 1 and R1 is selected from the group consisting of

- (1) phenyl, unsubstituted or substituted in one or two positions with halo; and
- (2) thienyl.
- 23. (New) The compound of Claim 21, or a pharmaceutically acceptable salt thereof, wherein R^2 is $(R^4-SO_2)N(R^7)$ -.
- (New) The compound of Claim 21, or a pharmaceutically acceptable salt thereof, 24. wherein R^3 is (1)

wherein Y³ is CHR^{6c}, R⁵ is methyl, R^{6a} and R^{6c} are hydrogen and R^{6b} is fluoro.

25. (New) The compound of Claim 21, or a pharmaceutically acceptable salt thereof, wherein R^3 is (2)

and R⁹ and R¹⁰ are each unsubstituted C₁₋₁₀ alkyl, or R⁹ and R¹⁰ are joined together with the nitrogen atom to which they are attached to form attached to form

wherein w is 1;

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R²³ is –(CH₂)_p-phenyl or –(CH₂)_p-heteroaryl, wherein said heteroaryl is selected from the group consisting of pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyrimidinyl, pyrrolyl, tetrazolyl, furanyl, imidazolyl, triazinyl, pyranyl, thiazolyl, thienyl, thiophenyl, triazolyl, oxazolyl, isoxazolyl, thiazolyl, oxadiazolyl, indolyl, quinolinyl, isoquinolinyl, benzimidazolyl and benzoxazolyl,

wherein the phenyl and heteroaryl are unsubstituted or substituted with one or more chloro, and p is 0.

26. (New) The compound of Claim 21, or a pharmaceutically acceptable salt thereof, wherein \mathbb{R}^3 is (3)

$$R^{12}$$
 R^{11}
 R^{11}

R11 is NR17 wherein R17 is hydrogen or C1-3 alkyl, and R12 is hydrogen or methyl.

27. (New) The compound of Claim 21, or a pharmaceutically acceptable salt thereof, wherein R³ is (4)

 R^{13} is hydrogen and R^{14} is $-(CH_2)_v$ -NR¹⁵R¹⁶ wherein v is 2 and R¹⁵ and R¹⁶ are each C₁₋₁₀ alkyl, which is unsubstituted or substituted with -OH, -CN or -OCH₃.

28. (New) The compound of Claim 21, or a pharmaceutically acceptable salt thereof, wherein R³ is (4)

wherein R13 and R14, together with the nitrogen atom to which they are attached, form the group

wherein u is 1 or 2, Y^8 is -CHR²⁵-, -O- or -NR²⁵-.

A compound of claim 21, which is selected from the group consisting of 29. (New)

N. SO ₂ Me N H NH ₂ N E	H NH2
N H NH ₂	DH Z H
H NH2	O S H NH2 NH2 S H
N H NH2	NC H NH2 N H NH2 Ph

NC H NH2 N Ph	NC H NH2 N H Ph
NC H NH ₂ N = Ph	NC H NH ₂ N = Ph
MeO ₂ S. H N H NH ₂ CF ₃ O O Ph	F H NH2 H NH2 S
NH NH ₂	NH NH NH
NH NH2	NH ₂

NH ₂	NH ₂ F
NH NH ₂ F	NH NH ₂ F
NH ₂ F	NH ₂ F
NH ₂ F	NH ₂ F

NH ₂ F	NH ₂
NH NH NH2	NH ₂ F NH ₂ F NH ₂ F
NH NH ₂	
NH NH ₂	NH ₂ NH ₂ NH ₂

NH ₂	NH ₂
NH ₂ F	NH ₂ F
F N NH ₂	NH ₂ F
NH ₂ F NH ₂ F	NH ₂ F

O NH ₂ F	NH ₂ O NH O N N N N N N N N N N N N N N N N
NH ₂ F	NH ₂
O S O NH ₂ F	NH ₂ NH ₂ NH ₂ NH ₂ NH ₂ NH ₃ NH ₄ NH ₂ NH ₄ NH ₂ NH ₄
NH ₂ NH O	NH ₂ NH ₂ NH

NH ₂ NH ₂ O	NH ₂ F
O S N NH ₂ F	NH ₂ F
NH ₂	NH ₂
OSC NH2 NH2 NH2	NH ₂ CN

NH ₂	O NH ₂ F
NH ₂ ONH	Name of the state
NH NH2	NH ₂ NH ₂ F
NH2 NH2 NH2	NH ₂ NH ₂ F

NH ₂	NH ₂
NH ₂ NH	NH ₂ NH ₂ NH ₂
NH ₂	NH ₂ NH ₂ NH ₂ NH ₂
H NH ₂ F F	NH ₂
NH ₂ NH ₂ NH ₂	NH2 NH2 NH2 FF

NH NH2	NH ₂ F F F
OSON NH2	O N NH2
NH2 NH F F	ON SON H NH2 F
ON SON H NH2 F	O O O O O O O O O O O O O O O O O O O

or a pharmaceutically acceptable salt thereof.

(New) A pharmaceutical composition comprising a therapeutically effective amount of 30. a compound of Claim 21, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.